

ARTICLE OF INCORPORATION  
OF THE  
ALAMEDA COUNTY ZOOLOGICAL SOCIETY

**FILED**  
In the office of the Secretary of State  
OF THE STATE OF CALIFORNIA  
APR 23 1936

FRANK C. JORDAN  
SECRETARY OF STATE  
*[Signature]*

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KNOW ALL MEN BY THESE PRESENTS:

I.

That this non-profit corporation is formed under and by virtue of the laws of the State of California, and particularly, under Section 593, of Title XII, of Part 4, of Division 1, of the Civil Code of the State of California.

II.

That the name of this corporation is the "Alameda County Zoological Society".

III.

That this is a corporation which does not contemplate pecuniary gain or profit to the members thereof formed for the purpose of fostering, promoting, encouraging and teaching the conservation and propagation of wild animal life; for scientific research in all branches of zoology; for teaching and encouraging humane treatment of animals, and for wholesome recreation for the public, To these ends this corporation shall be empowered:

1. To acquire, establish, maintain, operate and control zoological gardens and specimens and collections of fish, animals, fowls, insects, reptiles, birds and mammals for the study and promotion of zoology and natural history, and for the education, recreation and pleasure of the public.

~~2. To purchase, own, hold, lease, convey, mortgage, hypothecate, exchange, and receive donations and bequests of real and personal property and otherwise acquire and deal in all kind of real and personal property for the accomplishment of the objects of this corporation.~~

3. To do any and all things necessary and convenient to accomplish the objects for which this corporation is created.

IV.

That there is no capital stock and there are no shares of stock.

V.

county in this state where the principal office of the corporation of the business of the corporation is to be located in Alameda County, California.

VI.

The membership of this corporation is divided into seven classes namely: Honorary, Associate, Life, Donor, Patron, Founder, Benefactor, Active, Family, Junior and Business, and all members have an equal right to vote in the affairs of this corporation and such rights and privileges as are prescribed by the by-laws of this corporation.

VII.

That the names and residences of the seven persons who are to act in the capacity of directors of the corporation until the selection of their successors and who shall be known and designated as trustees are as follows, to-wit:

- Owen C. Carr, residing at 202 Regillus Apartments, Oakland, Calif.
- Howard O. Welty, residing at 8024 Chabot Road, Oakland, Calif.
- Earle C. Linsley, residing at 2050-10th Ave., Oakland, Calif.
- Edward A. Martin, residing at 1177 Euclid Ave., Berkeley, Calif.
- George H. Hagy, residing at 1524 Webster Street, Alameda, Calif.
- Edward P. Madigan, residing at 5528 Glenbrook Ave. Oakland, Calif.
- Dr. Leonard Barnard, residing at 8081 Margarido Dr. Oakland, Calif.

The authorized number and qualifications of the members of the corporation, the different classes of membership, the property, voting and other rights and privileges of each class of membership, and the liability of each or all classes, dues or assessments and the method of collection thereof be set forth in the by-laws of the corporation.

Authority is hereby granted to the members of this corporation, entitled to vote, to change from time to time the authorized number of trustees of this corporation by a duly adopted amendment of the by-laws of this corporation.

VIII.

That the name of the existing unincorporated association which is hereby being incorporated is "Alameda County Zoological Society".

J. W. ... the president and secretary of the Alameda County Zoological Society, the existing unincorporated association

has submitted these articles of incorporation to the Secretary of State on this 1st day of ... 1934.

1 STATE OF CALIFORNIA)  
2 COUNTY OF ALAMEDA } ss.

3 EARLE C. LINSLEY and HOWARD O. WELTY, each being first duly  
4 sworn, each for himself and not for the other, depose and say:

5 That the said EARLE C. LINSLEY, is the duly and regularly elect-  
6 ed and acting president of the Board of Trustees of the Alameda County  
7 Zoological Society and HOWARD O. WELTY is the duly and regularly elect-  
8 ed and acting secretary of the Board of Trustees of the Alameda County  
9 Zoological Society; that at a general meeting of the members of the  
10 said Alameda County Zoological Society, duly and regularly held on the  
11 18th day of March, 1936, at the office of the said Alameda County Zoo-  
12 logical Society, in the City of Oakland, County of Alameda, State of  
13 California, it was unanimously voted to authorize the incorporation of  
14 the said Alameda County Zoological Society as a corporation formed  
15 for purposes other than for pecuniary profit, under the laws of the  
16 State of California, and it was further voted that the said EARLE C.  
17 LINSLEY and HOWARD O. WELTY, be authorized and directed to execute and  
18 acknowledge the Articles of incorporation of said Alameda County Zoo-  
19 logical Society, on behalf of said Alameda County Zoological Society  
20 and that said EARLE C. LINSLEY and HOWARD O. WELTY, have executed  
21 these Articles by authority of the said Alameda County Zoological  
22 Society.

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*Earle C. Linsley*

*Howard O. Welty*

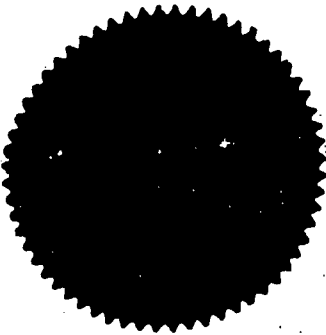
Subscribed and sworn to before  
me this 17<sup>th</sup> day of April, 1936,

*William W. Hoffman*

NOTARY PUBLIC  
in and for the County of Alameda, State of California

166574

State of California }  
County of Alameda } ss.



GENERAL ACKNOWLEDGMENT  
Notary's Exam. No. 411  
Notary's Business Oakland California

On this 17<sup>th</sup> day of Jan in the year One Thousand  
Nine Hundred and eighty before me, Edward J. Smith  
a Notary Public in and for the County of Alameda, State of California, residing therein,  
duly commissioned and sworn, personally appeared Earle J. Lindsey  
and Howard M. Kelly

known to me to be the persons described in and whose name as subscribed to the  
within instrument,

and they acknowledged to me that they executed the same

In Witness Whereof, I have hereunto set my hand and affixed my Official Seal, the day  
and year in this certificate first above written.

1666 Edward J. Smith Notary Public  
in and for the County of Alameda, State of California

166674

NAME CHANGED TO: EAST BAY BOTANICAL AND ZOOLOGICAL SOCIETY

*Handwritten signatures and initials*

**CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF ALAMEDA COUNTY ZOOLOGICAL SOCIETY**

The undersigned, President and Secretary, hereby certify under oath:

1. That at a regular meeting of the Board of Directors of the Alameda County Zoological Society the following resolution was duly and regularly passed by unanimous vote of said directors, a quorum then and there present:

RESOLVED, that the Articles of Incorporation of Alameda County Zoological Society be amended as follows:

1. By striking the title to said Articles and inserting in lieu thereof the following:

"Articles of Incorporation of East Bay Botanical and Zoological Society."

2. By striking Paragraph II of said Articles and substituting in lieu thereof the following

"II. That the name of this corporation is East Bay Botanical and Zoological Society."

3. By striking sub-paragraph 1 of Paragraph III and substituting in lieu thereof the following:

"1. To acquire, establish, maintain, operate and control zoological gardens, botanical gardens, and parks, for the education, recreation and pleasure of the public."

2. That thereafter the amendments contained in the foregoing resolution were approved and adopted by written consent of a majority of the members of Alameda County Zoological Society. That the total number of members of said Society and the number entitled to vote on or consent to the adoption of such amendment was 163. That the number of members consenting to said amendments was 111.

3. That a copy of the form of written consent signed by a majority of the members aforesaid is as follows:

RESOLVED, that the Articles of Incorporation of Alameda County Zoological Society be amended as follows:

1. By striking the title to said Articles and inserting in lieu thereof the following:

"Articles of Incorporation of East Bay Botanical and Zoological Society."

2. By striking Paragraph II of said Articles and substituting in lieu thereof the following:

II. That the name of this corporation is "East Bay Botanical and Zoological Society."

3. By striking sub-paragraph 1 of Paragraph III, and substituting in lieu thereof the following:

"1. To acquire, establish, maintain, operate and control zoological gardens, botanical gardens, and parks, for the education, recreation and pleasure of the public."

"The undersigned member of Alameda County Zoological Society hereby consents to the amendment of the Articles of Incorporation of said Society in accordance with the foregoing resolution of its Board of Directors"

4. That there is but one class of members of said corporation, and that all of said members are entitled to vote on all proposed amendments to the Articles of Incorporation of said corporation.

Dated: Oakland, California, May / , 1950.

Gordon A. Graham  
President, Alameda County  
Zoological Society

Bernard B. Gordon  
Secretary, Alameda County  
Zoological Society.

STATE OF CALIFORNIA )  
                                  : ss.  
COUNTY OF ALAMEDA )

GORDON A. GRAHAM and BERNARD B. GORDON,  
sworn, depose and say: being first duly

That they and each of them have read the foregoing Certificate of Amendment; that each knows the contents thereof, and that said Certificate and all matters therein set forth are true.

Gordon A. Graham  
Bernard B. Gordon

Subscribed and sworn to before me  
this 2nd day of May, 1950.

Robert M. [Signature]  
Notary Public in and for said  
County and State.

EX-117

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF EAST BAY BOTANICAL & ZOOLOGICAL SOCIETY

**ENDORSED  
FILED**  
In the office of the Secretary of State  
of the State of California  
APR 20 1978  
MARCH FONG EU, Secretary of State  
By **JAMES E. HARRIS**  
Deputy

Jo Ann Harley and Don Tucker certify:

1. That they are the president and secretary, respectively, of the East Bay Botanical & Zoological Society, a California non-profit corporation.

2. That at a meeting of the board of directors of said corporation, duly held at Oakland, California, on October 12, 1977, the following resolutions were adopted:

"RESOLVED: That Article II of the articles of incorporation be amended to read as follows:  
'The name of the corporation is East Bay Zoological Society.'"

"RESOLVED: That the title provision of the articles of incorporation as amended, of this corporation which now reads:  
'Articles of Incorporation of East Bay, Botanical and Zoological Society'  
is amended to read as follows:  
'Articles of Incorporation of East Bay Zoological Society.'"

"RESOLVED: That the articles of incorporation of this corporation are hereby amended by the addition of a new Article IX to read as follows:


IX


'The property of this corporation is irrevocably dedicated to those purposes meeting the requirements for a welfare exemption under Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this organization shall ever inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for purposes meeting the requirements for a welfare exemption under Section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such a manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is party."

3. That at a meeting of the members of said corporation, duly held at Oakland, California, on January 26, 1978, resolutions were adopted, and the wording of the amended articles as set forth in the members' resolutions is the same as that set forth in the directors' resolutions in Paragraph 2 of this certificate.

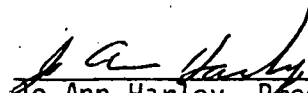
4. That the number who voted affirmatively for the adoption of said resolution is 125, and that the number of members constituting a quorum is 125.

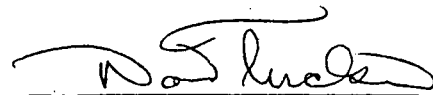
  
Jo Ann Harley, President

  
Don Tucker, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at Oakland, California, on March 8, 1978.

  
Jo Ann Harley, President

  
Don Tucker, Secretary